



[Translation]

July 6, 2022

Press Release

Name of company: Kintetsu Group Holdings Co., Ltd.
Representative: Toshihide Ogura
Representative Director and President
Code No.: 9041
Listing exchange: TSE Prime Market
Contact: Kenichi Eto
General Manager of Corporate Strategy
Division
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Announcement Regarding the Result of the Tender Offer for Shares of Kintetsu World Express, Inc. (Securities Code No. 9375) and Change in Subsidiary (Change in Specified Subsidiary)

Kintetsu Group Holdings Co., Ltd. (the “**Tender Offeror**” or the “**Company**”) resolved at its board of directors meeting held on May 13, 2022 to acquire the common shares (the “**Target Company Shares**”) of Kintetsu World Express, Inc. (a company listed on the Prime Market of the Tokyo Stock Exchange, Inc. (the “**TSE**”); Securities Code No. 9375) (the “**Target Company**”) through a tender offer (the “**Tender Offer**”) under the Financial Instruments and Exchange Act (Act No. 25 of 1948, as amended) (the “**Act**”) and commenced the Tender Offer on May 16, 2022. Since the Tender Offer was completed on July 5, 2022, the Tender Offeror hereby announces the results thereof, as described below. The Tender Offeror also announces that as a result of the Tender Offer, the Target Company will become a consolidated subsidiary of the Company, and will also become a specified subsidiary of the Company, as of July 12, 2022 (the commencement date of settlement of the Tender Offer).

- I. Result of the Tender Offer
- 1. Outline of the Tender Offer, Etc.
- (1) Name and Address of the Tender Offeror
Kintetsu Group Holdings Co., Ltd.
6-1-55 Uehommachi, Tennoji-ku, Osaka

- (2) Name of the Target Company
Kintetsu World Express, Inc.
- (3) Class of Share Certificates, Etc. Subject to the Tender Offer
Common shares
- (4) Number of Share Certificates, Etc. to be Purchased

Number of Share Certificates, Etc. to be purchased	Minimum number of Share Certificates, Etc. to be purchased	Maximum number of Share Certificates, Etc. to be purchased
40,241,756 shares	16,242,600 shares	– shares

Note 1: If the total number of share certificates, etc. tendered in the Tender Offer (the “**Tendered Share Certificates, Etc.**”) is less than the minimum number of the Share Certificates, Etc. to be purchased (16,242,600 shares), the Tender Offeror will not purchase any of the Tendered Share Certificates, Etc. If the total number of Tendered Share Certificates, Etc. is equal to or more than the minimum number of the Share Certificates, Etc. to be purchased, the Tender Offeror will purchase all of the Tendered Share Certificates, Etc.

Note 2: In the Tender Offer, the Tender Offeror has not set a maximum number of Share Certificates, Etc. to be purchased, and thus the number of Share Certificates, Etc. to be purchased is stated as the maximum number of Share Certificates, Etc. of the Target Company to be acquired by the Tender Offeror through the Tender Offer (40,241,756 shares). Such maximum number of Share Certificates, Etc. to be acquired in the Tender Offer is the number of shares (40,241,756 shares) representing (i) the total number of issued shares of the Target Company (72,000,000 shares) as of March 31, 2022, as stated in the Financial Results for the Fiscal Year Ended March 31, 2022 [J-GAAP] (Consolidated) released by the Target Company on May 12, 2022 (the “**Target Company’s Financial Results**”), minus (ii) the treasury shares (2,444 shares) (excluding 101,012 Target Company Shares held by the BIP (Board Incentive Plan) Trust (the “**BIP Trust**”) as of the same date) held by the Target Company as of the same date as stated in the Target Company’s Financial Results and the number of Target Company Shares (31,755,800 shares) held by the Tender Offeror as of May 13, 2022.

Note 3: Shares less than one unit are also subject to the Tender Offer. If a right to demand purchase of shares less than one unit is exercised by a shareholder in accordance with the Companies Act (Act No. 86 of 2005; as amended), the Target Company may purchase its own shares during the purchase period for the Tender Offer (the “**Tender Offer Period**”) in accordance with procedures under laws and regulations.

Note 4: The Tender Offeror does not intend to acquire the treasury shares held by the Target Company through the Tender Offer.

(5) Period of the Tender Offer

(i) Period of the Tender Offer

From May 16, 2022 (Monday) through July 5, 2022 (Tuesday) (37 business days)

(ii) Possibility of Extension by Request of the Target Company

There are no applicable matters.

(6) Price of the Tender Offer

4,175 yen per share of common shares

2. Results of the Tender Offer

(1) Outcome of the Tender Offer

In the Tender Offer, the condition was that the Tender Offeror would not purchase any of the Tendered Share Certificates, Etc. if the aggregate number of the Tendered Share Certificates, Etc. was less than the minimum number of the Share Certificates, Etc. to be purchased (i.e., 16,242,600 shares). Because the aggregate number of the Tendered Share Certificates, Etc. (i.e., 34,565,388 shares) exceeded the minimum number of the Share Certificates, Etc. to be purchased (i.e., 16,242,600 shares), all of the Tendered Share Certificates, Etc. will be purchased as described in the public notice of the commencement of the Tender Offer and the Tender Offer Registration Statement (including matters subsequently amended by the Amendment to the Tender Offer Registration Statement).

(2) Date of Public Notice of Results of the Tender Offer, and Name of Newspaper for Public Notice

Pursuant to Article 27-13, Paragraph 1 of the Act, on July 6, 2022, at the TSE, the Tender Offeror announced to the press the results of the Tender Offer, by the method prescribed in Article 9-4 of the Financial Instruments and Exchange Act Enforcement Order (Cabinet Order No. 321 of 1965, as amended) and Article 30-2 of the Cabinet Ordinance with respect to Disclosure of a Tender Offer for Share Certificates, Etc. by an Offeror other than the Issuing Company (Ministry of Finance Ordinance No. 38 of 1990, as amended) (the “**Cabinet Ordinance**”).

(3) Number of Share Certificates, Etc. Purchased

Class of Share Certificates, Etc.	(i) Number of Tendered Shares After Conversion	(ii) Number of Purchased Shares After Conversion
Share certificates	34,565,388 shares	34,565,388 shares

Certificates of stock acquisition rights	—	—
Certificates of corporate bonds with stock acquisition rights	—	—
Trust beneficiary certificates for Share Certificates, Etc. ()	—	—
Depository receipts for Share Certificates, Etc. ()	—	—
Total	34,565,388 shares	34,565,388 shares
(Total number of potential share certificates, etc.)	—	—

(4) Ownership Ratio of Share Certificates, Etc. after the Tender Offer

Number of voting rights represented by the Share Certificates, Etc. held by the Tender Offeror before the Tender Offer	317,558	(Ownership ratio of Share Certificates, Etc. before the Tender Offer: 44.11%)
Number of voting rights represented by the Share Certificates, Etc. held by special related parties before the Tender Offer	21,450	(Ownership ratio of Share Certificates, Etc. before the Tender Offer: 2.98%)
Number of voting rights represented by the Share Certificates, Etc. held by the Tender Offeror after the Tender Offer	663,211	(Ownership ratio of Share Certificates, Etc. after the Tender Offer: 92.12%)
Number of voting rights represented by the Share Certificates, Etc. held by special related parties after the Tender Offer	0	(Ownership ratio of Share Certificates, Etc. after the Tender Offer: 0.00%)

Total number of voting rights of all shareholders, etc. of the Target Company	719,779	
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Note 1: “Number of voting rights represented by the Share Certificates, Etc. held by special related parties before the Tender Offer” and “Number of voting rights represented by the Share Certificates, Etc. held by special related parties after the Tender Offer” state the total number of voting rights represented by Share Certificates, Etc. held by each special related party (other than special related parties who are not considered special related parties pursuant to Article 3, Paragraph 2, Item 1 of the Cabinet Ordinance for the purpose of calculation of ownership ratio of Share Certificates, Etc. under each Item of Article 27-2, Paragraph 1 of the Act).

Note 2: “Total number of voting rights of all shareholders, etc. of the Target Company” is the number of voting rights of all shareholders of the Target Company as of March 31, 2022 stated in the Annual Securities Report for the 53rd fiscal year filed by the Target Company on June 16, 2022 (the “Target Company’s Annual Securities Report”) (based on the number of shares per unit being 100 shares). However, since shares less than one unit were subject to the Tender Offer, when calculating “Ownership ratio of Share Certificates, Etc. before the Tender Offer” and “Ownership ratio of Share Certificates, Etc. after the Tender Offer,” the number of voting rights (719,975) represented by 71,997,556 shares, which is the difference of the total number of issued shares (72,000,000 shares) of the Target Company as of March 31, 2022 stated in the Target Company’s Financial Results less the number of treasury shares held by the Target Company as of March 31, 2022 (2,444 shares) (excluding 101,012 Target Company Shares held by the BIP Trust as of the same date) stated in the Target Company’s Financial Results, is used as the denominator.

Note 3: “Ownership ratio of Share Certificates, Etc. before the Tender Offer” and “Ownership ratio of Share Certificates, Etc. after the Tender Offer” have been rounded to the nearest two decimal places.

(5) Calculation if the Tender Offer Is Conducted by Proportional Distribution

There are no applicable matters.

(6) Method of Settlement

(A) Name and Address of Head Office of Financial Instruments Business Operator, Bank, Etc. in Charge of Settlement of the Tender Offer

Nomura Securities, Co., Ltd. 13-1, Nihombashi 1-chome, Chuo-ku, Tokyo

(B) Commencement Date of Settlement

July 12, 2022 (Tuesday)

(C) Method of Settlement

A notice regarding the purchase under the tender offer will be mailed to the address of persons who accepted the offer for the purchase of Share Certificates, Etc. in the Tender Offer or offered the sale of Share Certificates, Etc. in the Tender Offer (the “**Tendering Shareholders, Etc.**”) (or the address of the standing proxy in the case of shareholders, etc. (including corporate shareholders, etc.) residing in foreign countries who do not have accounts with the tender offer agent that are available for trading) without delay after the expiration of the Tender Offer period.

The purchase will be settled in cash. The Tendering Shareholders, Etc. may receive the sales proceeds from the tender offer in the manner they specify, including by way of remittance, without delay after the commencement date of the settlement (a remittance fee may be charged).

3. Policies after the Tender Offer and Future Prospects

With respect to the policies after the Tender Offer and future prospects, there is no change from those described in the press release titled “Announcement Regarding Commencement of the Tender Offer for Shares of Kintetsu World Express, Inc. (Securities Code No.: 9375)” released by the Tender Offeror on May 13, 2022.

Based on the results of the Tender Offer, the Tender Offeror plans to implement procedures for the purpose of acquiring all of the Target Company Shares (excluding the Target Company Shares held by the Tender Offeror and treasury shares held by the Target Company). Although the Target Company Shares are currently listed on the Prime Market of the TSE, if the Tender Offeror carries out such procedures, the Target Company Shares will be delisted pursuant to the prescribed procedures in accordance with the TSE’s criteria for delisting. After delisting, the Target Company Shares will no longer be traded on the TSE. The procedures to be taken will be promptly announced by the Target Company upon consultation between the Tender Offeror and the Target Company as soon as they are determined.

4. Location for Public Inspection of Tender Offer Report

Kintetsu Group Holdings Co., Ltd.

(6-1-55 Uehommachi, Tennoji-ku, Osaka)

Tokyo Stock Exchange, Inc.

(2-1 Nihombashi Kabutocho, Chuo-ku, Tokyo)

II. Change in Subsidiary (Change in Specified Subsidiary)

1. Reasons for Change

As a result of the Tender Offer, the Target Company will become a consolidated subsidiary of the Tender Offeror as of July 12, 2022 (the commencement date of settlement of the Tender Offer). In addition, since the net asset value of the Target Company is equivalent to 30/100 or more of the Company's net asset value, the Target Company will become a specified subsidiary of the Company.

2. Overview of the Subsidiary Subject to Change (Target Company)

(1) Name	Kintetsu World Express, Inc.	
(2) Address	2-15-1 Konan, Minato-ku Tokyo	
(3) Name and Title of Representative	Nobutoshi Torii, President and Chief Executive Officer	
(4) Description of Business	1. Freight forwarding business (air, sea, railway) 2. Automobile forwarding business 3. Air freight agency business 4. Customs business 5. Warehousing business (including logistics processing and operation services) 6. Other related businesses	
(5) Capital	7,216 million yen (as of March 31, 2022)	
(6) Date of Incorporation	January 10, 1970	
(7) Major Shareholders and Shareholding Ratios (as of March 31, 2022) (Note 1)	Kintetsu Group Holdings Co., Ltd.	44.11%
	The Master Trust Bank of Japan, Ltd. (Trust Account)	9.04%
	Mitsui O.S.K. Lines, Ltd.	5.00%
	Custody Bank of Japan, Ltd. (Trust Account)	3.56%
	Kintetsu Taxi Holdings Co., Ltd.	2.60%
	National Mutual Insurance Federation of Agricultural Cooperatives (Standing proxy: The Master Trust Bank of Japan, Ltd.)	1.65%
	STATE STREET BANK AND TRUST COMPANY 505001 (Standing proxy: Mizuho Bank, Ltd., Settlement & Clearing Services Department)	1.42%
	STATE STREET LONDON CARE OF STATE STREET BANK AND TRUST, BOSTON SSBTC A/C UK LONDON	1.35%

	BRANCH CLIENTS- UNITED KINGDOM (Standing proxy: The Hongkong and Shanghai Banking Corporation Limited, Tokyo Branch, Custody Department)	
	NORTHERN TRUST CO. (AVFC) RE HSR00 (Standing proxy: The Hongkong and Shanghai Banking Corporation Limited, Tokyo Branch, Custody Department)	0.97%
	THE BANK OF NEW YORK MELLON 140044 (Standing proxy: Mizuho Bank, Ltd., Settlement & Clearing Services Department)	0.90%
(8) Relationship between the Tender Offeror and the Target Company		
Capital Relationship	The Tender Offeror holds 31,755,800 Target Company Shares (ownership ratio (Note 2): 44.11%) and indirectly holds 2,145,000 Target Company Shares (ownership ratio: 2.98%) through consolidated subsidiaries of the Tender Offeror, thereby holding 33,900,800 Target Company Shares (ownership ratio: 47.09%) in total, and the Target Company is an equity-method affiliate of the Tender Offeror.	
Personnel Relationship	<p>As of March 31, 2022, one of the directors of the Target Company serves as a director of the Tender Offeror and one director was previously employed at the Tender Offeror. Also, one of the audit and supervisory board members of the Target Company serves as an audit and supervisory board member of the subsidiary of the Tender Offeror and one of the managing officers of the Target Company serves as an employee of the Tender Offeror.</p> <p>Other than the above, four employees of the Tender Offeror Group (meaning the Tender Offeror and its consolidated subsidiaries and equity-method affiliates) excluding the Target Company Group (meaning the Target Company and its consolidated subsidiaries and equity-method affiliates; the same applies hereinafter) are seconded to the Target Company Group.</p>	
Business Relationship	The Target Company belongs to the cash management system operated by the Tender Offeror, in which the	

	Target Company conducts transactions such as deposits of funds.		
Status as Related Party	The Target Company is an equity-method affiliate of the Tender Offeror. Therefore, the Target Company constitutes a related party of the Tender Offeror.		

(9) Consolidated Results and Consolidated Financial Position of the Target Company in the Past Three Years

Fiscal Year	Ending March 2020	Ending March 2021	Ending March 2022
Consolidated Net Assets	126,606 million yen	148,739 million yen	211,057 million yen
Consolidated Total Assets	385,470 million yen	418,827 million yen	537,999 million yen
Consolidated Net Assets per Share	1,615.38 yen	1,926.30 yen	2,757.51 yen
Consolidated Operating Revenues	544,533 million yen	609,110 million yen	980,441 million yen
Consolidated Operating Profit	19,174 million yen	34,177 million yen	62,475 million yen
Consolidated Ordinary Profit	17,432 million yen	34,529 million yen	64,733 million yen
Net Profit Attributable to Owners of the Parent	4,724 million yen	21,644 million yen	43,417 million yen
Consolidated Net Profit per Share	65.68 yen	301.06 yen	603.90 yen
Dividend per Share	30.00 yen	50.00 yen	120.00 yen

(Note 1) “(7) Major Shareholders and Shareholding Ratios (as of March 31, 2022)” are stated based on the Target Company’s Annual Securities Report.

(Note 2) “Ownership ratio” means the percentage (rounded to the nearest two decimal places) in the product (71,997,556 shares) of (i) the total number of issued shares of the Target Company as of March 31, 2022 (72,000,000 shares) stated in the Target Company’s Annual Securities Report less (ii) the number of treasury shares held by the Target Company as of the same date (2,444 shares) (excluding 101,012 Target Company Shares held by the BIP Trust as of the same date) stated in the Target Company’s Financial Results.

3. Number of Shares Acquired, Acquisition Price, and Shares Owned before and after Acquisition

(1) Number of shares owned before change	31,755,800 shares (Number of voting rights: 317,558) (Voting rights ownership ratio: 44.11%)
(2) Number of shares acquired	34,565,388 shares (Number of voting rights: 345,653) (Voting rights ownership ratio: 48.01%)
(3) Acquisition price	Target Company Shares: 144,310 million yen
(4) Number of shares owned after change	66,321,188 shares (Number of voting rights: 663,211) (Voting rights ownership ratio: 92.12%)

(Note 1) When calculating the “voting rights ownership ratio,” the number of voting rights (719,975) represented by 71,997,556 shares, which is the difference of the total number of issued shares (72,000,000 shares) of the Target Company as of March 31, 2022 stated in the Target Company’s Annual Securities Report less the number of treasury shares held by the Target Company as of March 31, 2022 (2,444 shares) (excluding 101,012 Target Company Shares held by the BIP Trust as of the same date) stated in the Target Company’s Financial Results, is used as the denominator.

(Note 2) “Voting rights ownership ratio” is rounded to the second decimal place.

(Note 3) “Acquisition price” is rounded down to the nearest million yen, and does not include any advisory fees, etc.

4. Scheduled Date of Change

July 12, 2022 (Tuesday) (commencement date of settlement of the Tender Offer)

5. Future Prospects

The Tender Offeror is currently investigating the effects of the change in the subsidiary due to the Tender Offer on the future consolidated performance of the Tender Offeror. The Tender Offeror will promptly disclose any matters to be announced (if any arise).

The Target Company's consolidated financial statements will be incorporated into the Tender Offeror's consolidated financial statements from the second quarter of the Tender Offeror's fiscal year ending March 31, 2023.

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